

RECORDATION NO. 21009-E FILED

JUL 22 '11 -11 15 AM

SURFACE TRANSPORTATION BOARD

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July 22, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release (Amtrak Trust 97-C), dated as of July 22, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21009

The names and addresses of the parties to the enclosed document are

Owner/Trustee	U.S. Bank National Association (successor to State Street Bank and Trust Company of Connecticut, N A) 225 Asylum Street Hartford, CT 06103
Lessee	National Railroad Passenger Corporation 400 North Capitol Street, N W Washington, D.C 20001

Chief
Section of Administration
July 22, 2011
Page Two

A description of the railroad equipment covered by the enclosed document is.

95 box cars RELEASED within the series AMTK 71003 – AMTK 71196 as more particularly set forth in the attachment to the document.

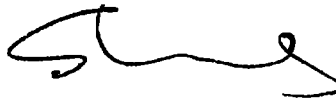
A short summary of the document to appear in the index is:

Partial Termination and Release (Amtrak Trust 97-C).

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Alvord', written in a cursive style.

✓ Robert W. Alvord

RWA/sem
Enclosures

JUL 22 '11 -11 15 AM

Execution Copy

**SURFACE TRANSPORTATION BOARD PARTIAL TERMINATION AND RELEASE
(AMTRAK TRUST 97-C)**

This PARTIAL TERMINATION AND RELEASE (AMTRAK TRUST 97-C) dated as of July 22, 2011 (the "Partial Termination") is made by U.S. BANK NATIONAL ASSOCIATION (as successor to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee") under that certain Trust Agreement (Amtrak Trust 97-C) dated as of September 1, 1997, and NATIONAL RAILROAD PASSENGER CORPORATION ("Amtrak").

WITNESSETH:

WHEREAS, Owner Trustee and Amtrak have entered into that certain Lease of Railroad Equipment (Amtrak Trust 97-C), dated as of September 1, 1997 (as amended, supplemented and modified, the "Lease");

WHEREAS, Owner Trustee and Amtrak are parties to that certain Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-C) dated November 19, 1997 ("Memorandum of Lease"), which was filed and recorded on November 19, 1997 at 2:25 p.m. with the Surface Transportation Board and has been assigned Recordation No. 21009, which Memorandum of Lease evidences that certain railcars (the "Leased Railcars") are subject to the Lease; and

WHEREAS, on the date hereof, Owner Trustee and Amtrak have made arrangements satisfactory to each of them to terminate the Lease with respect to certain of the Leased Railcars, which such railcars are described on Annex A hereto (the "Released Railcars").

NOW, THEREFORE, Owner Trustee and Amtrak agree as follows:

Section 1. Termination and Release of the Released Railcars. The lease of the Released Railcars pursuant to the Lease is hereby terminated and all rights and obligations of Amtrak in and to the Released Railcars, arising from and through the Lease, are hereby terminated and released except for such obligations that pursuant to the terms of the Lease expressly survive such termination. Nothing in this Partial Termination shall amend, modify or limit the rights and obligations of Owner Trustee or Amtrak in respect of the Leased Railcars other than the Released Railcars and the Lease in respect of such Leased Railcars shall remain in full force and effect.

Section 2. Further Assurances. Owner Trustee hereby agrees to execute and deliver to Amtrak, at Amtrak's cost and expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Partial Termination.

Section 3. Representations and Warranties. Each of Amtrak and Owner Trustee represents and warrants that this Partial Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Owner Trustee has full authority to terminate and release all of its right, title and interest in and to the Released Railcars.

Section 4. Counterparts. This Partial Termination may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts together shall constitute but one and the same instrument.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity, but
solely as Owner Trustee

By: 
Name: **Crystal Depary**
Title: **Assistant Vice President**

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity, but
solely as Owner Trustee

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M Stein (initials)
Name: DALE M. STEIN
Title: TREASURER

STATE OF CONNECTICUT)
) ss.
COUNTY OF HARTFORD)

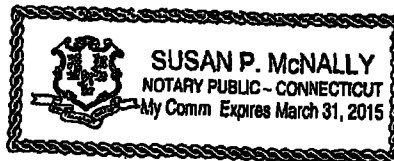
July 13, 2011

Before me, the undersigned Notary Public, personally appeared Crystal Deperry known to me, who stated in my presence that he/she is the Assistant Vice President of U.S. Bank National Association, a national banking association, and that he/she, being fully authorized to do so, executed the foregoing instrument on behalf of U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee, as his/her free act and deed and as the free act and deed of U.S. Bank National Association in such capacity.

Susan P. McNally
Name:

Notary Public

My commission expires:

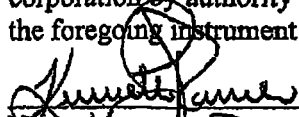


DISTRICT OF COLUMBIA

)
) ss.
)

July 21, 2011

Before me, the undersigned Notary Public, personally appeared Dale Stein, known to me, who stated in my presence that he/she is the Treasurer of National Railroad Passenger Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Name: Kenneth Romero
Notary Public

My commission expires:

KENNETH ROMERO
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires November 14, 2015

Annex A to
Partial Termination and
Release

DESCRIPTION OF RELEASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>		
Ninety-five (95) Trenton Works Ltd. 100-ton 60'9" Plate "C" Box cars	AMTK		
	71003	71061	71132
	71004	71062	71133
	71005	71064	71134
	71007	71066	71135
	71010	71073	71136
	71012	71075	71137
	71014	71076	71139
	71015	71077	71140
	71018	71079	71142
	71022	71080	71145
	71024	71081	71153
	71025	71082	71154
	71028	71083	71156
	71029	71085	71159
	71030	71086	71160
	71032	71087	71161
	71033	71092	71162
	71036	71094	71163
	71037	71095	71164
	71038	71096	71166
	71039	71097	71167
	71043	71100	71170
	71044	71105	71173
	71045	71107	71174
	71046	71108	71175
	71048	71114	71178
	71049	71115	71180
	71053	71119	71185
	71054	71121	71191
	71058	71129	71192
	71059	71130	71196
	71060	71131	

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 7/22/11



Robert W. Alvord